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December 2, 1994

Louis E. Gitomer
Direct Dial: (202) 466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 19079-B
FILED 1425

DEC 2 - 1994 - 3:00 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Williams:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale, a secondary document, dated December 2, 1994. The primary document to which this is connected is recorded under Recordation No. 19079. We request that this document be recorded under Recordation No. 19079-B.

The name and address of the party to the Bill of Sale is:

Seller:

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, MO 63045-1383

A description of the equipment covered by the Bill of Sale consists of 110 Plastic Pellet Hopper Cars numbered ETCX 158701-158810, inclusive.

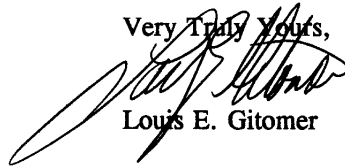
A fee of \$21.00 is enclosed. Please return the original and two certified copies of the document to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

The Honorable Vernon A. Williams
December 2, 1994
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A short summary of the document to appear in the index follows: (1) a Bill of Sale by ACF Industries, Incorporated, 3301 Rider Trail South, Earth City, MO 63045-1383, covering 110 Plastic Pellet Hopper Cars numbered ETCX 158701-158810, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

DECEMBER 2, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PA AVE., NW SUITE 1035
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/2/94 at 4:00PM, and assigned recordation number(s). 19079-B.

Sincerely yours,

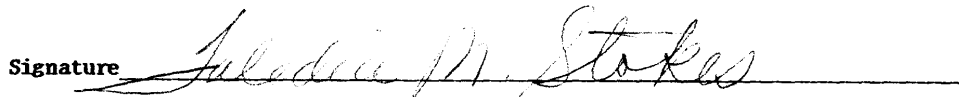


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 19079-B FILED 1425

BILL OF SALE

DEC 2 - 1994 - 2:00 PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED, a New Jersey Corporation (the "Manufacturer"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (ECC Trust No. 1994-1), dated as of December 2, 1994, between Shawmut and General Foods Credit Investors No. 2 Corporation (Shawmut, in such capacity, the "Buyer"), the following equipment (the "Units"):

<u>NO. OF UNITS</u>	<u>DESCRIPTIONS</u>	<u>ROAD NUMBERS</u>
110	Plastic Pellet Hopper Cars	ETCX 158701 through ETCX 158810, inclusive

The Manufacturer hereby warrants to the Buyer, its successors and assigns, that at the time of delivery of the Units to the Buyer, the Units were new, the Manufacturer had legal title thereto and good and lawful right to sell the same, that title thereto vested in the Buyer and title thereto was free and clear of all security interests, liens, encumbrances leases or claims or rights except only the right of Eastman Chemical Company (the "Lessee") under a certain Equipment Lease Agreement by and between the Buyer and the Lessee respecting the said Units, and the Manufacturer agrees with the Buyer, and its successors and assigns, that the Manufacturer will warrant and defend such title forever against all claims and demands arising by, through or under the Manufacturer.

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be executed on its behalf by a duly authorized officer and attested by a duly authorized officer, this 2nd day of December, 1994.

ACF INDUSTRIES, INCORPORATED

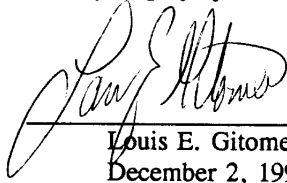
BY: [Signature]
Title: Assistant Treasurer

ATTEST: [Signature]
Title: EXECUTIVE VICE PRESIDENT

The Honorable Vernon A. Williams
December 2, 1994
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CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated December 2, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 2, 1994